

AFTER RECORDING RETURN TO:

SCOTT-DYCHE

KAME, RUSSELL, COLEMAN & LOGAN

1601 ELM STREET, SUITE 3700

DALLAS, TEXAS 75201

BK 0430 PG 0159

BK 0430 PG 0705

STATE MS.-DESOTO CO.
FILED
OCT 11 9 30 AM '02

RELEASE AND TERMINATION OF CONTRACT AND LEASE

BK 430 PG 159
W.E. DAVIS CH. CLK.

STATE OF MISSISSIPPI §
§
COUNTY OF DESOTO §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, FLEMING COMPANIES, INC., an Oklahoma corporation, the successor by merger to Malone & Hyde, Inc., in turn the successor by merger to M & H DeSoto, Inc., a Mississippi corporation ("Company") and DESOTO COUNTY BOARD OF SUPERVISORS for and on behalf of DeSoto County, Mississippi, a/k/a Supervisors' District No. 3 of DeSoto County, Mississippi ("Lessor") entered into that certain (i) Contract and Lease dated as of August 1, 1973, recorded October 16, 1973 in Book 108, Page 6, as assigned in Book 392, Page 516 on May 21, 2001 and in Book 398, Page 641 and Book 1329, Page 536 and Book 1375, Page 552 on September 4, 2001, and as modified by Consent and Release recorded in Book 330, Page 65, in the office of the Chancery Clerk of DeSoto County, Mississippi, and that certain (ii) Contract and Lease dated as of August 1, 1973, recorded October 16, 1973 in Book 108, Page 39, and as assigned in Book 392, Page 516 on May 21, 2001 and in Book 398, Page 641 and Book 1329, Page 536 and Book 1375, Page 552 on September 4, 2001, and as modified by Consent and Release recorded in Book 330, Page 65, in the office of the Chancery Clerk of DeSoto County, Mississippi (collectively, the "Leases"), with respect to that certain real property described on Exhibit A attached hereto (the "Property");

WHEREAS, the \$4,275,000 Industrial Development Revenue Bonds and coupons appertaining thereto issued to finance the processing plant and distribution facility located on the Property have been paid and discharged in full;

WHEREAS, Lessor is conveying to Company fee title to the Property as of even date herewith; and

WHEREAS, Company and Lessor desire to evidence the termination and release of the Leases with respect to the Property.

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING, TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, Company and Lessor hereby FOREVER RELEASE, DISCHARGE and ACQUIT the Property from the terms of the Leases.

INSTRUMENT REFILED TO CORRECT SCRIVNERS ERROR IN LEGAL DESCRIPTION

STATE MS.-DESOTO CO.
FILED

360946 v1 (26640.00010.000)

OCT 22 3 56 PM '02

BK 1586 PG 204
W.E. DAVIS CH. CLK.

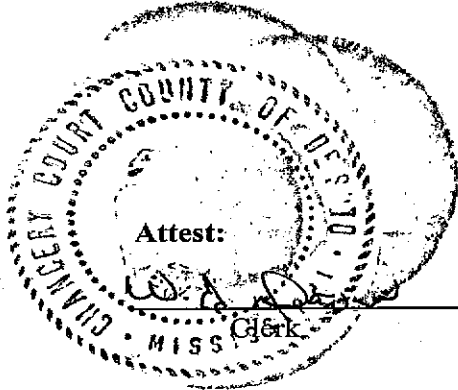
STATE MS.-DESOTO CO.
FILED
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BK 430 PG 705
W.E. DAVIS CH. CLK.

BK 1586 PG 0204

2 IN WITNESS WHEREOF, the undersigned have executed this instrument effective the
day of October, 2002.

**DESOTO COUNTY BOARD OF
SUPERVISORS** for and on behalf of DeSoto
County, Mississippi



By: Jessie L. Medlin
Name: Jessie L. Medlin
Title: President

STATE OF MISSISSIPPI

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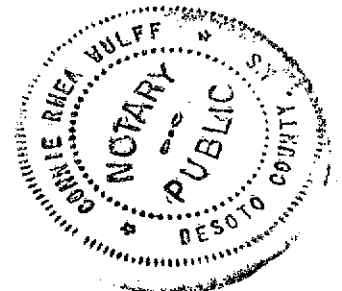
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority, Jessie Medlin and W.E. Davis, President and Clerk, respectively, of the DeSoto County Board of Supervisors for and on behalf of DeSoto County, Mississippi, who acknowledged that they signed and sealed and delivered the above and foregoing instrument on the day and year therein mentioned in their official capacities as the act and deed of said Board of Supervisors, being fully authorized so to do by resolution of said Board.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of October, 2002.

Connie Rhea Wulff
Notary Public for the State of Mississippi

My commission expires: June 17, 2003



BK 0430PG0707

BK 0430PG0161

FLEMING COMPANIES, INC.,
an Oklahoma corporation

By: *[Signature]*Name: Charles L. HallTitle: Senior Vice President

STATE OF TEXAS

COUNTY OF DALLAS

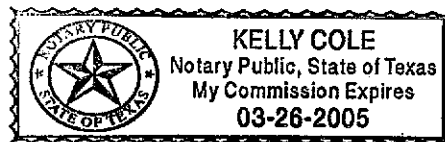
Denton

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 2nd day of October, 2002, within my jurisdiction, the within named Charles L. Hall who acknowledged that he is the Senior Vice President of FLEMING COMPANIES, INC., an Oklahoma corporation, and that for and on behalf of the said entity and as its act and deed he executed the above and foregoing instrument, after first having been duly authorized so to do.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 2nd day of October, 2002.

[Signature]
Notary Public for the State of Texas

My commission expires: 3-26-2005



BK 1586PG0206

EXHIBIT "A" – LEGAL DESCRIPTION

Lots 28, 29, 30, 31, 32, 33 and 34 of Unit 1, Freeport Industrial Park Subdivision, in Section 22, Township 1 South, Range 8 West, as per Plat thereof recorded in Plat Book 11, Pages 43-47 in the office of the Chancery Clerk of DeSoto County, Mississippi, reference to which Plat is hereby made for a more particular description of said property.

INDEXING INSTRUCTION:

Lots 28, 29, 30, 31, 33, and 34 of Unit 1, Freeport Industrial Park Subdivision, in Section 22, Township 1 South, Range 8 West, as per Plat Book 11, Page 43-47,

BK 1586 PG 0207